

Sep 24 05 03:15p

Dave Butler

6505291864

p.3

1 Wages, tips, other comp. 101426.48	2 Federal income tax withheld 31857.57
3 Social security wages 81200.00	4 Social security tax withheld 3794.40
5 Medicare wages and tips 109366.55	6 Medicare tax withheld 1585.81
a Control Number 011035 HED Dept. 004020 Comp. A Employer use only 5 b Employer's name, address, and ZIP code FORE SYSTEMS FEDERAL INC 174 THORN HILL RD WARRENDALE PA 15086-7535 Batch #553	
7 Employee's FED ID number 25-1744631	8 Employee's SSA number 067-60-8153
9 Social security tips	10 Additional tips
11 Advance EIC payment	12 Dependent care benefits
13 Nonqualified plans	14 Benefits included in box 1
15 See instructions for box 13 D 4102.50	16 Other
17 Stat emp. (checked) / Pension plan (X) / Legal rep. () / Field rep. () / Detached emp. (X)	
c Employer's name, address and ZIP code DAVID W BUTLER 7213 MEADOWOOD WAY CLARKSVILLE MD 21029	
18 State (Employer's state ID) MD 0772216 5	19 State wages, tips, etc. 101977.16
20 State income tax 7518.33	21 Local income tax
Employee Reference Copy W-2 Wage and Tax Statement 1995 Form W-2 (Employer's Use Only)	

1995 W-2 and EARNINGS SUMMARY

This blue Earnings Summary section is included with your W-2 to help describe portions in more detail. The reverse side includes general information that you may also find helpful.

1. The following information reflects your final 1995 pay stub plus any adjustments submitted by your employer.

Gross Pay	109,917.23	Social Security Tax Withheld	3,794.40	MD State Income Tax	7,518.33
		Box 4 of W-2		Box 18 of W-2	
Fed. Income Tax Withheld	31,857.57	Medicare Tax Withheld	1,585.81	Box 14 of W-2	
Box 2 of W-2		Box 6 of W-2			

2. Your Gross Pay Was Adjusted as follows to produce your W-2 Statement.

	Wages, Tips, other Compensation Box 1 of W-2	Social Security Wages Box 3 of W-2	Medicare Wages Box 5 of W-2	MD State Wages, Tips, Etc. Box 17 of W-2
Gross Pay	109,917.23	109,917.23	109,917.23	109,917.23
Less Misc. Non Taxable Comp.	4,388.25	850.65	530.65	3,837.57
Less 401(k) (D-Box 13)	4,102.50	N/A	N/A	4,102.50
Wages Over Limit	N/A	48,185.85	N/A	N/A
Reported W-2 Wages	101,426.48	61,200.00	109,366.55	101,977.16

3. Employee W-4 Profile To change your Employee W-4 Profile information, file a new W-4 with your payroll dept.

DAVID W BUTLER
7213 MEADOWOOD WAY
CLARKSVILLE MD 21029

Social Security Number: 067-60-8153
Taxable Marital Status: SINGLE
Exemptions/Allowances:
FEDERAL: 0
STATE: 0

1-1995 AUTOMATIC DATA PROCESSING AND
"F" FILE AND RETAIN FORM "F"

1 Wages, tips, other comp. 101426.48	2 Federal income tax withheld 31857.57
3 Social security wages 81200.00	4 Social security tax withheld 3794.40
5 Medicare wages and tips 109366.55	6 Medicare tax withheld 1585.81
a Control Number 011035 HED Dept. 004020 Comp. A Employer use only 5 b Employer's name, address, and ZIP code FORE SYSTEMS FEDERAL INC 174 THORN HILL RD WARRENDALE PA 15086-7535	
7 Employee's FED ID number 25-1744631	8 Employee's SSA number 067-60-8153
9 Social security tips	10 Additional tips
11 Advance EIC payment	12 Dependent care benefits
13 Nonqualified plans	14 Benefits included in box 1
15 See instructions for box 13 D 4102.50	16 Other
17 Stat emp. (checked) / Pension plan (X) / Legal rep. () / Field rep. () / Detached emp. (X)	
c Employer's name, address and ZIP code DAVID W BUTLER 7213 MEADOWOOD WAY CLARKSVILLE MD 21029	
18 State (Employer's state ID) MD 0772216 5	19 State wages, tips, etc. 101977.16
20 State income tax 7518.33	21 Local income tax

Federal Filing Copy
W-2 Wage and Tax Statement 1995
Form W-2 (Employer's Use Only)

1 Wages, tips, other comp. 101426.48	2 Federal income tax withheld 31857.57
3 Social security wages 81200.00	4 Social security tax withheld 3794.40
5 Medicare wages and tips 109366.55	6 Medicare tax withheld 1585.81
a Control Number 011035 HED Dept. 004020 Comp. A Employer use only 5 b Employer's name, address, and ZIP code FORE SYSTEMS FEDERAL INC 174 THORN HILL RD WARRENDALE PA 15086-7535	
7 Employee's FED ID number 25-1744631	8 Employee's SSA number 067-60-8153
9 Social security tips	10 Additional tips
11 Advance EIC payment	12 Dependent care benefits
13 Nonqualified plans	14 Benefits included in box 1
15 See instructions for box 13 D 4102.50	16 Other
17 Stat emp. (checked) / Pension plan (X) / Legal rep. () / Field rep. () / Detached emp. (X)	
c Employer's name, address and ZIP code DAVID W BUTLER 7213 MEADOWOOD WAY CLARKSVILLE MD 21029	
18 State (Employer's state ID) MD 0772216 5	19 State wages, tips, etc. 101977.16
20 State income tax 7518.33	21 Local income tax

MD State Reference Copy
W-2 Wage and Tax Statement 1995
Form W-2 (Employee's Use Only)

SEC 022238

FOIA CONFIDENTIAL TREATMENT REQUESTED 0000048

RB15

Wages, tips, other comp. 134633.45	2 Federal income tax withheld 39663.47
Social security wages 62700.00	4 Social security tax withheld 3887.40
Medicare wages and tips 145017.05	6 Medicare tax withheld 2102.74
Control Number 011035 HED	Dept. 004241
Corp. T	Employer use only 9

Employer's name, address, and ZIP code
ORE SYSTEMS FEDERAL INC
000 FORE DR.
/ARRENDALE PA 15086

Batch #00535

Employer's FED ID number 25-1744631	d Employee's SSA number 067-60-8153
Social security tips	8 Allocated tips
Advance EIC payment	10 Dependent care benefits
Nonqualified plans	12 Benefits included in box 1
See instra. for box 13	14 Other
D 9500.00	

Stat emp.	Deceased	Pension plan	Legal rep.	Hshld. emp.	Deferred comp.
		X			X

Employee's name, address and ZIP code
AVID W BUTLER
64 ROUTE DE VALBONN
HATEAUNEUF DE GRASS
RANCE 06740

State Employer's state ID MD 0772216 5	17 State wages, tips, etc. 135184.13
State income tax 9583.82	18 Locality name
Local wages, tips, etc.	21 Local income tax

Employee's Reference Copy
W-2 1996
 by C for Employee's Record

1996 W-2 and EARNINGS SUMMARY

This blue Earnings Summary section is included with your W-2 to help describe portions in more detail. The reverse side includes general information that you may also find helpful.

The following information reflects your final 1996 paystub plus any adjustments submitted by your employer.

Gross Pay	145,567.73	Social Security Tax Withheld	3887.40	MD State Income Tax	9583.82
		Box 4 of W-2		Box 18 of W-2	
Fed. Income Tax Withheld	39663.47	Medicare Tax Withheld	2102.74	SUI/SDI	
Box 2 of W-2		Box 6 of W-2		Box 14 of W-2	

2. Your Gross Pay Was Adjusted as follows to produce your W-2 Statement.

	Wages, Tips, other Compensation Box 1 of W-2	Social Security Wages Box 3 of W-2	Medicare Wages Box 5 of W-2	MD State Wages, Tips, Etc. Box 17 of W-2
Gross Pay	145,567.73	145,567.73	145,567.73	145,567.73
Less Misc. Non Taxable Comp.	1,434.28	550.68	550.68	883.60
Less 401(k) (D-Box 13)	9,500.00	N/A	N/A	9,500.00
Wages Over Limit	N/A	82,317.05	N/A	N/A
Reported W-2 Wages	134,633.45	62,700.00	145,017.05	135,184.13

3. Employee W-4 Profile To change your Employee W-4 Profile Information, file a new W-4 with your payroll dept.

DAVID W BUTLER
664 ROUTE DE VALBONN
CHATEAUNEUF DE GRASS
FRANCE 06740

Social Security Number: 067-60-8153
 Taxable Marital Status: SINGLE
 Exemptions/Allowances:
 FEDERAL: 0
 STATE: 0 Tax Blocked

160115.43		34143.13	
Social security wages		4 Social security tax withheld	
Medicare wages and tips 118709.50		6 Medicare tax withheld 1721.29	
Control Number 110035 EUK	Dept. 004241	Corp. A	Employer use only 125
Employer's name, address, and ZIP code ORE SYSTEMS INC 74 THORN HILL ROAD WARRENDALE PA 15086			
Batch #00535			
Employer's FED ID number 25-1628117	d Employee's SSA number 067-60-8153		
Social security tips	8 Allocated tips		
Advance EIC payment	10 Dependent care benefits		
Nonqualified plans	12 Benefits included in box 1		
See Instrs. for box 13 P 29352.55	14 Other 25370.00 ISO		
Stat emp.	Deceased	Pension plan	Legal rep. Hchld. emp. Deferred comp.
		X	
Employee's name, address and ZIP code AVID W BUTLER 64 ROUTE DE VALBONN HATEAUNEUF DE GRASS RANCE 06740			
State MD	Employer's state ID 0699598 4	17 State wages, tips, etc. 171317.99	
State income tax		19 Locality name	
Local wages, tips, etc.		21 Local income tax	
Employee Reference Copy N-2 Wage and Tax Statement 1996 OMB No. 1545-0048			

1996 W-2 and Earnings Summary

This blue Earnings Summary section is included with your W-2 to help describe portions in more detail. The reverse side includes general information that you may also find helpful.

1. The following information reflects your final 1996 paystub plus any adjustments submitted by your employer.

Gross Pay	192,683.40	Social Security Tax Withheld Box 4 of W-2	MD State Income Tax Box 18 of W-2
Fed. Income Tax Withheld Box 2 of W-2	34,143.13	Medicare Tax Withheld Box 6 of W-2	SE/SDI Box 14 of W-2
2. Your Gross Pay Was Adjusted as follows to produce your W-2 Statement:			
Wages, Tips, other Compensation Box 1 of W-2	Gross Pay	Social Security Wages Box 3 of W-2	MD State Wages, Tips, Etc. Box 17 of W-2
	192,683.40	192,683.40	192,683.40
	Less Misc. Non Taxable Comp.	73,973.90	73,973.90
	32,567.97		21,365.41
	Reported W-2 Wages	0.00	118,709.50
	160,115.43		171,317.99

3. Employee W-4 Profile To change your Employee W-4 Profile information, file a new W-4 with your payroll dept.

DAVID W BUTLER
664 ROUTE DE VALBONN
CHATEAUNEUF DE GRASS
FRANCE 06740

Social Security Number: 067-60-8153
Taxable Marital Status: SINGLE
Exemptions/Allowances:
FEDERAL: 0
STATE: 0 Tax Blocked

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FOLD AND DETACH HERE

RB17

a Year/Form corrected 19 96 / W-2C		Void <input type="checkbox"/>		OMB No. 1545-0008	
b Employee's name, address, and ZIP code DAVID W BUTLER 554 ROUTE DE VALDONN CHATEAUNEUF DE GRASS FRANCE 06740				c Employee's name, address, and ZIP code FORE SYSTEMS FEDERAL INC 1000 FORE DR WARRENDALE PA 15086	
d Employee's correct SSN 067-60-8153		e Employee's SSA number 69-		f Employee's Federal EIN 25-1744631	
g Employee's state LD. number MB 07772165					
h Previously reported	Stat. emp.	Deceased	Pension plan	Legal rep.	Def'd. comp.
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
i Corrected	Stat. emp.	Deceased	Pension plan	Legal rep.	Def'd. comp.
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Complete k and/or l only if incorrect on the last form you filed. Show incorrect item here.		k Employee's incorrect SSN		l Employee's name (as incorrectly shown on previous form)	
Form W-2 box		(a) As previously reported		(b) Correct information	
(c) Increase (Decrease)					
1 Wages, tips, other comp.		154633.45		160003.45	
2 Federal income tax withheld					
3 Social security wages					
4 Social security tax withheld					
5 Medicare wages and tips					
6 Medicare tax withheld					
7 Social security tips					
8 Allocated tips					
14 OTHER: ISO		0		25370.00	
				25370.00	
17 State wages, tips, etc.		135184.13		69901.76	
18 State income tax				(65282.37)	
20 Local wages, tips, etc.					
21 Local income tax					

Form W-2c (Rev. 10-94) **Statement of Corrected Income and Tax Amounts**

Copy 1 For State, City, or Local Tax Department
Department of the Treasury
Internal Revenue Service

B18

CHANGES

RB19

Wages, tips, other comp. 302599.64	2 Federal income tax withheld 92611.56
Social security wages 65400.00	4 Social security tax withheld 4054.80
Medicare wages and tips 316445.26	6 Medicare tax withheld 4588.46
Control Number 090035 EUK	Dept. 001290
Corp. T	Employer use only 160

Employer's name, address, and ZIP code

ORE SYSTEMS INC
000 FORE DR.
VARRENDALE PA 15086

Batch #00638

Employer's FED ID number 25-1628117	d Employee's SSA number 067-60-8153
Social security tips	8 Allocated tips
Advance EIC payment	10 Dependent care benefits
Nonqualified plans	12 Benefits included in box 1
See instrs. for box 13 D 9500.00	14 Other
5 Stat emp. <input type="checkbox"/> Deceased <input type="checkbox"/> Pension plan <input checked="" type="checkbox"/> Legal rep. <input type="checkbox"/> Hshld. emp. <input type="checkbox"/> Deferral comp. <input checked="" type="checkbox"/>	

Employee's name, address and ZIP code

DAVID W BUTLER
KNOWLE HOUSE HEGEREY
LN. GERRARD'S CROSS
BUCKS UK SLP 7NP

State <input type="checkbox"/> Employer's state ID	17 State wages, tips, etc.
State income tax	19 Locality name
Local wages, tips, etc.	21 Local income tax

Employee Reference Copy
W-2 Wage and Tax **1997**
Statement
OMB No. 1545-0008

1997 W-2 and EARNINGS SUMMARY

This blue Earnings Summary section is included with your W-2 to help describe portions in more detail. The reverse side includes general information that you may also find helpful.

1. The following information reflects your final 1997 paystub plus any adjustments submitted by your employer.

Gross Pay	317,579.54	Social Security Tax Withheld Box 4 of W-2	4054.80	State Income Tax Box 18 of W-2
Fed. Income Tax Withheld Box 2 of W-2	92611.56	Medicare Tax Withheld Box 6 of W-2	4588.46	Local Income Tax Box 21 of W-2
				SUMSDI Box 14 of W-2

2. Your Gross Pay Was Adjusted as follows to produce your W-2 Statement:

	Wages, Tips, other Compensation Box 1 of W-2	Social Security Wages Box 3 of W-2	Medicare Wages Box 5 of W-2	State Wages, Tips, Etc. Box 17 of W-2
Gross Pay	317,579.54	317,579.54	317,579.54	
Less Misc. Non Taxable Comp.	5,355.20	1,009.58	1,009.58	
Less 401(k) (D-Box 13)	9,500.00	N/A	N/A	
Less Medical FSA	N/A	N/A	N/A	
Less DCB/DCC	N/A	N/A	N/A	
Less Other Cafe 125	124.70	124.70	124.70	
Wages Over Limit	N/A	251,045.26	N/A	
Reported W-2 Wages	302,599.64	65,400.00	316,445.26	

3. Employee W-4 Profile To change your Employee W-4 Profile information, file a new W-4 with your payroll department.

DAVID W BUTLER
KNOWLE HOUSE HEGEREY
LN. GERRARD'S CROSS
BUCKS UK SLP 7NP

Social Security Number: 067-60-8153
Taxable Marital Status: SINGLE

Exemptions/Allowances:

FEDERAL: 0
STATE: No State Income Tax

[illegible]

CO. FILE DEPT. CLOCK VCHR. NO.
CM5 001074 401112 0000500050 1

BERKELEY NETWORKS, INC.
WHOLLY OWNED SUBSIDIARY OF FORE SYSTEMS, INC.
1000 FORE DRIVE
WARRENDALE PA. 15086

Social Security Number: 067-60-8153
Taxable Marital Status: Married
Exemptions/Allowances:
Federal: 0
State: 0

Earnings Statement



Period Beginning: 12/01/1998
Period Ending: 12/15/1998
Pay Date: 12/15/1998

DAVID W. BUTLER
1805 MCCANDLESS DR
MILPITAS, CA 95035

Earnings	rate	hours	this period	year to date
Regular	5000.00		461.54	70,461.54
Vacation			4,326.92	
Commission				2,928.28
Gross Pay			\$4,788.46	77,716.74

Other Benefits and Information	this period	total to date
G.T.L.	10.44	10.44

Deductions	Statutory		
Federal Income Tax	-1,048.88	15,198.82	
Medicare Tax	-69.58	1,118.59	
CA State Income Tax	-294.56	4,258.06	
Social Security Tax		4,240.80	
CA SUI/SDI Tax		158.84	
Other			
Checking	-3,306.21		
401K \$	-69.23*	8,069.19	
Dental		253.40	
Parent/Child		329.42	
Net Pay		\$0.00	

* Excluded from federal taxable wages

Your federal taxable wages this period are
\$4,719.23

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THIS BLUE AREA OF THE DOCUMENT CHANGES SHADE GRADUALLY AND EVENLY WITH THE DARKER AREA ON TOP. THE BACK OF THIS DOCUMENT CONTAINS AN ARTIFICIAL WATERMARK. HOLD AT AN ANGLE TO VIEW.

BERKELEY NETWORKS, INC.
WHOLLY OWNED SUBSIDIARY OF FORE SYSTEMS, INC.
1000 FORE DRIVE
WARRENDALE PA. 15086

Advice number: 00000500050
Pay date: 12/15/1998

Deposited to the account of
DAVID W. BUTLER

account number 4340001365699 transit ABA 0440 0080 amount \$3,306.21

THIS IS NOT A CHECK

NON-NEGOTIABLE

RB21A

	DAVID BUTLER			
	FORE SYSTEMS RETIREMENT PLAN			
	From Statements of Account	Contributions		
	Period	Employee	Employer	Total
	9/30/95 to 12/31/95	1,402.50	720.00	2,122.50
	6/30/96 to 9/30/96	0.00	1,000.02	
	9/30/96 to 12/31/96	0.00	1,500.00	2,500.02
	12/31/96 to 3/31/97	9,500.00	1,500.00	
	3/31/97 to 6/30/97	0.00	1,500.00	
	6/30/97 to 9/30/97	0.00	1,500.00	
	9/30/97 to 12/31/97	0.00	1,723.08	15,723.08
	6/30/98 to 9/30/98	0.00	0.00	
	9/30/98 to 12/31/98	3,069.23	818.46	3,887.69
		13,971.73	10,261.56	24,233.29

RB22

FORE Systems Retirement Plan

Statement of Account For the Period Covering 9/30/95 through 12/31/95

BUTLER, DAVID WDate of Birth: 8/ 7/60
Date of Hire: 12/ 1/92

Social Security Number 067-60-8153

	Morley Stable Asset	Dodge & Cox Balanced	Fidelity Magellan	Fidelity US Equity Index	Crabbe Huson Special	Templeton Foreign	Total
Current Investment Elections	0%	0%	50%	0%	0%	50%	100%
Account Value as of 9/30/95							
Employee	\$0.00	\$0.00	\$12,359.42	\$0.00	\$0.00	\$12,359.42	\$24,718.84
Employer	0.00	0.00	3,046.20	0.00	0.00	3,046.20	6,092.40
Rollover	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total	\$0.00	\$0.00	\$15,405.62	\$0.00	\$0.00	\$15,405.62	\$30,811.24
Current Activity							
Contributions Employee	\$0.00	\$0.00	\$701.25	\$0.00	\$0.00	\$701.25	\$1,402.50
Employer	0.00	0.00	360.00	0.00	0.00	360.00	720.00
Rollover	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Loan Repayments	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Earnings	0.00	0.00	169.74	0.00	0.00	534.69	704.43
Loans	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Withdrawals	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Transfers	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Net Activity	\$0.00	\$0.00	\$1,230.99	\$0.00	\$0.00	\$1,595.94	\$2,826.93
Account Value as of 12/31/95							
Employee	\$0.00	\$0.00	\$13,198.68	\$0.00	\$0.00	\$13,488.97	\$26,687.65
Employer	0.00	0.00	3,437.93	0.00	0.00	3,512.59	6,950.52
Rollover	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total	\$0.00	\$0.00	\$16,636.61	\$0.00	\$0.00	\$17,001.56	\$33,638.17
Outstanding Loan Principal							0.00
Total Account Value							\$33,638.17
Closing Share Prices	\$16.74	\$54.60	\$85.98	\$22.57	\$13.98	\$ 9.18	

BUTLER, DAVID W
7213 MEADOWOOD WAY

CLARKSVILLE, MD 21029

RB23

FORE Systems Retirement Plan

Statement of Account For the Period Covering 6/30/96 through 9/30/96

BUTLER, DAVID W

Date of Birth: 8/ 7/60

Date of Hire: 12/ 1/92

Social Security Number 067-60-8153

	Morley Stable Asset	Dodge & Cox Balanced	Fidelity Magellan	Fidelity US Equity Index	Crabbe Huson Special	Templeton Foreign	Total
Current Investment Elections	0%	0%	50%	0%	0%	50%	100%

Account Value as of 6/30/96

Employee	\$0.00	\$0.00	\$18,362.51	\$0.00	\$0.00	\$19,620.53	\$37,983.04
Employer	0.00	0.00	4,539.39	0.00	0.00	4,850.54	9,389.93
Rollover	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total	\$0.00	\$0.00	\$22,901.90	\$0.00	\$0.00	\$24,471.07	\$47,372.97

Current Activity

Contributions Employee	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Employer	0.00	0.00	500.04	0.00	0.00	499.98	1,000.02
Rollover	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Loan Repayments	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Earnings	0.00	0.00	429.54	0.00	0.00	211.50	641.04
Loans	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Withdrawals	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Transfers	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Net Activity	\$0.00	\$0.00	\$929.58	\$0.00	\$0.00	\$711.48	\$1,641.06

Account Value as of 9/30/96

Employee	\$0.00	\$0.00	\$18,692.41	\$0.00	\$0.00	\$19,784.13	\$38,476.54
Employer	0.00	0.00	5,139.07	0.00	0.00	5,398.42	10,537.49
Rollover	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total	\$0.00	\$0.00	\$23,831.48	\$0.00	\$0.00	\$25,182.55	\$49,014.03

Outstanding Loan Principal

0.00

Total Account Value

\$49,014.03

Closing Share Prices	\$17.50	\$57.15	\$76.05	\$25.15	\$13.66	\$10.08
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BUTLER, DAVID W
664 ROUTE DE VALBONN
CHATEAUNEUF DE GRASS
FRANCE, XX 06740

RB24

FORE Systems Retirement Plan

Statement of Account For the Period Covering 9/30/96 through 12/31/96

BUTLER, DAVID W

Date of Birth: 8/ 7/60

Date of Hire: 12/ 1/92

Social Security Number 067-60-8153

	Morley Stable Asset	Dodge & Cox Balanced	Fidelity Magellan	Fidelity US Equity Index	Crabbe Huson Special	Templeton Foreign	Total
Current Investment Elections	0%	0%	50%	0%	0%	50%	100%
Account Value as of 9/30/96							
Employee	\$0.00	\$0.00	\$18,692.41	\$0.00	\$0.00	\$19,784.13	\$38,476.54
Employer	0.00	0.00	5,139.07	0.00	0.00	5,398.42	10,537.49
Rollover	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total	\$0.00	\$0.00	\$23,831.48	\$0.00	\$0.00	\$25,182.55	\$49,014.03
Current Activity							
Contributions Employee	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Employer	0.00	0.00	750.01	0.00	0.00	749.99	1,500.00
Rollover	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Loan Repayments	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Earnings	0.00	0.00	1,517.14	0.00	0.00	1,706.46	3,223.60
Loans	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Withdrawals	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Transfers	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Net Activity	\$0.00	\$0.00	\$2,267.15	\$0.00	\$0.00	\$2,456.45	\$4,723.60
Account Value as of 12/31/96							
Employee	\$0.00	\$0.00	\$19,875.13	\$0.00	\$0.00	\$21,106.06	\$40,981.19
Employer	0.00	0.00	6,223.50	0.00	0.00	6,532.94	12,756.44
Rollover	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total	\$0.00	\$0.00	\$26,098.63	\$0.00	\$0.00	\$27,639.00	\$53,737.63
Outstanding Loan Principal							0.00
Total Account Value							\$53,737.63
Closing Share Prices	\$17.75	\$59.82	\$80.65	\$26.95	\$14.33	\$10.36	

BUTLER, DAVID W
664 ROUTE DE VALBONN
CHATEAUNEUF DE GRASS
FRANCE, XX 06740

RB25

FORE Systems Retirement Plan

Statement of Account For the Period Covering 12/31/96 through 03/31/97

BUTLER, DAVID W

Date of Birth: 8/ 7/60

Date of Hire: 12/ 1/92

Social Security Number 067-60-8153

	Morley Stable Asset	Dodge & Cox Balanced	Fidelity Magellan	Fidelity US Equity Index	Crabbe Huson Special	Templeton Foreign	Total
Current Investment Elections	0%	0%	50%	0%	0%	50%	100%
Account Value as of 12/31/96							
Employee	\$0.00	\$0.00	\$19,875.13	\$0.00	\$0.00	\$21,106.06	\$40,981.19
Employer	0.00	0.00	6,223.50	0.00	0.00	6,532.94	12,756.44
Rollover	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total	\$0.00	\$0.00	\$26,098.63	\$0.00	\$0.00	\$27,639.00	\$53,737.63
Current Activity							
Contributions Employee	\$0.00	\$0.00	\$4,750.00	\$0.00	\$0.00	\$4,750.00	\$9,500.00
Employer	0.00	0.00	750.00	0.00	0.00	750.00	1,500.00
Rollover	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Loan Repayments	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Earnings	0.00	0.00	-195.62	0.00	0.00	859.52	663.90
Loans	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Withdrawals	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Transfers	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Net Activity	\$0.00	\$0.00	\$5,304.38	\$0.00	\$0.00	\$6,359.52	\$11,663.90
Account Value as of 03/31/97							
Employee	\$0.00	\$0.00	\$24,469.84	\$0.00	\$0.00	\$26,514.38	\$50,984.22
Employer	0.00	0.00	6,933.17	0.00	0.00	7,484.14	14,417.31
Rollover	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total	\$0.00	\$0.00	\$31,403.01	\$0.00	\$0.00	\$33,998.52	\$65,401.53
Outstanding Loan Principal							0.00
Total Account Value							\$65,401.53
Closing Share Prices	\$18.010	\$59.76	\$80.20	\$27.54	\$15.02	\$10.72	

BUTLER, DAVID W
664 ROUTE DE VALBONN
CHATEAUNEUF DE GRASS
FRANCE, XX 06740

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www.internal.fore.com/us/mheinze/www/hr/index.htm

RB26

FORE Systems Retirement Plan

Statement of Account For the Period Covering 3/31/97 through 6/30/97

BUTLER, DAVID W

Date of Birth: 8/ 7/60

Date of Hire: 12/ 1/92

Social Security Number 067-60-8153

	Morley Stable Asset	Dodge & Cox Balanced	Fidelity Magellan	Fidelity US Equity Index	Crabbe Huson Special	Templeton Foreign	Total
Current Investment Elections	0%	0%	50%	0%	0%	50%	100%
Account Value as of 3/31/97							
Employee	\$0.00	\$0.00	\$24,469.84	\$0.00	\$0.00	\$26,514.38	\$50,984.22
Employer	0.00	0.00	6,933.17	0.00	0.00	7,484.14	14,417.31
Rollover	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total	\$0.00	\$0.00	\$31,403.01	\$0.00	\$0.00	\$33,998.52	\$65,401.53
Current Activity							
Contributions Employee	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Employer	0.00	0.00	750.00	0.00	0.00	750.00	1,500.00
Rollover	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Loan Repayments	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Earnings	0.00	0.00	5,198.75	0.00	0.00	2,501.60	7,700.35
Loans	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Withdrawals	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Transfers	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Net Activity	\$0.00	\$0.00	\$5,948.75	\$0.00	\$0.00	\$3,251.60	\$9,200.35
Account Value as of 6/30/97							
Employee	\$0.00	\$0.00	\$28,482.83	\$0.00	\$0.00	\$28,442.95	\$56,925.78
Employer	0.00	0.00	8,868.93	0.00	0.00	8,807.17	17,676.10
Rollover	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total	\$0.00	\$0.00	\$37,351.76	\$0.00	\$0.00	\$37,250.12	\$74,601.88
Outstanding Loan Principal							0.00
Total Account Value							\$74,601.88
Closing Share Prices	\$18.272	\$65.78	\$91.05	\$32.06	\$16.42	\$11.52	

BUTLER, DAVID W
KNOWLE HOUSE HEGEREY
LN. GERRARD'S CROSS
BUCKS, UK SLP 7NP, XX 06740

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www.internal.fore.com/us/mheinze/www/hr/index.htm

RB 27

FORE Systems Retirement Plan

Statement of Account For the Period Covering 6/30/97 through 9/30/97

BUTLER, DAVID W

Date of Birth: 8/ 7/60

Date of Hire: 12/ 1/92

Social Security Number 067-60-8153

	Morley Stable Asset	Dodge & Cox Balanced	Fidelity Magellan	Fidelity US Equity Index	Crabbe Huson Special	Templeton Foreign	Total
Current Investment Elections	0%	0%	50%	0%	0%	50%	100%
Account Value as of 6/30/97							
Employee	\$0.00	\$0.00	\$28,482.83	\$0.00	\$0.00	\$28,442.95	\$56,925.78
Employer	0.00	0.00	8,868.93	0.00	0.00	8,807.17	17,676.10
Rollover	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total	\$0.00	\$0.00	\$37,351.76	\$0.00	\$0.00	\$37,250.12	\$74,601.88
Current Activity							
Contributions Employee	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Employer	0.00	0.00	750.00	0.00	0.00	750.00	1,500.00
Rollover	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Loan Repayments	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Earnings	0.00	0.00	3,577.51	0.00	0.00	1,623.60	5,201.11
Loans	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Withdrawals	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Transfers	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Net Activity	\$0.00	\$0.00	\$4,327.51	\$0.00	\$0.00	\$2,373.60	\$6,701.11
Account Value as of 9/30/97							
Employee	\$0.00	\$0.00	\$31,193.18	\$0.00	\$0.00	\$29,667.19	\$60,860.37
Employer	0.00	0.00	10,486.09	0.00	0.00	9,956.53	20,442.62
Rollover	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total	\$0.00	\$0.00	\$41,679.27	\$0.00	\$0.00	\$39,623.72	\$81,302.99
Outstanding Loan Principal							0.00
Total Account Value							\$81,302.99
Closing Share Prices	\$18.54	\$70.38	\$99.85	\$34.31	\$17.44	\$12.04	

BUTLER, DAVID W
KNOWLE HOUSE HEGEREY
LN. GERRARD'S CROSS
BUCKS, UK SLP 7NP, XX 06740

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<http://intraweb.fore.com/hr/index.htm>

RB 28

FORE Systems Retirement Plan

Statement of Account For the Period Covering 9/30/97 through 12/31/97

BUTLER, DAVID W

Date of Birth: 8/ 7/60

Date of Hire: 12/ 1/92

Social Security Number 067-60-8153

	Morley Stable Asset	Dodge & Cox Balanced	Fidelity Magellan	Fidelity US Equity Index	Crabbe Huson Special	Templeton Foreign	Total
Current Investment Elections	0%	0%	50%	0%	0%	50%	100%

Account Value as of 9/30/97

Employee	\$0.00	\$0.00	\$31,193.18	\$0.00	\$0.00	\$29,667.19	\$60,860.37
Employer	0.00	0.00	10,486.09	0.00	0.00	9,956.53	20,442.62
Rollover	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total	\$0.00	\$0.00	\$41,679.27	\$0.00	\$0.00	\$39,623.72	\$81,302.99

Current Activity

Contributions Employee	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Employer	0.00	0.00	861.54	0.00	0.00	861.54	1,723.08
Rollover	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Loan Repayments	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Earnings	0.00	0.00	-153.43	0.00	0.00	-3,271.52	-3,424.95
Loans	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Withdrawals	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Transfers	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Net Activity	\$0.00	\$0.00	\$708.11	\$0.00	\$0.00	-\$2,409.98	-\$1,701.87

Account Value as of 12/31/97

Employee	\$0.00	\$0.00	\$31,070.30	\$0.00	\$0.00	\$27,223.01	\$58,293.31
Employer	0.00	0.00	11,317.08	0.00	0.00	9,990.73	21,307.81
Rollover	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total	\$0.00	\$0.00	\$42,387.38	\$0.00	\$0.00	\$37,213.74	\$79,601.12

Outstanding Loan Principal

0.00

Total Account Value

\$79,601.12

Closing Share Prices

\$18.82

\$66.78

\$95.27

\$34.98

\$13.98

\$9.95

BUTLER, DAVID W
KNOWLE HOUSE HEGEREY
LN. GERRARD'S CROSS
BUCKS UK SLP 7NP, XX 06740

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<http://intraweb.fore.com/hr/index.htm>

RB 29

FORE Systems Retirement Plan

Statement of Account For the Period Covering 06/30/98 through 09/30/98

BUTLER, DAVID W

Date of Birth: 8/ 7/60

Date of Hire: 12/ 1/92

Social Security Number 067-60-8153

	Morley Stable Asset	Dodge & Cox Balanced	Fidelity Magellan	Fidelity US Equity Index	Crabbe Huson Special	Templeton Foreign	Total
Current Investment Elections	0%	0%	50%	0%	0%	50%	100%
Account Value as of 06/30/98							
Employee	\$0.00	\$0.00	\$42,259.47	\$0.00	\$0.00	\$32,866.25	\$75,125.72
Employer	0.00	0.00	14,664.93	0.00	0.00	11,401.80	26,066.73
Rollover	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total	\$0.00	\$0.00	\$56,924.40	\$0.00	\$0.00	\$44,268.05	\$101,192.45
Current Activity							
Contributions Employee	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Employer	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Rollover	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Loan Repayments	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Earnings	0.00	0.00	-6,401.57	0.00	0.00	-7,723.77	-14,125.34
Special Income Adjustment	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Loans	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Withdrawals	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Transfers	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Net Activity	\$0.00	\$0.00	-\$6,401.57	\$0.00	\$0.00	-\$7,723.77	-\$14,125.34
Account Value as of 09/30/98							
Employee	\$0.00	\$0.00	\$37,507.08	\$0.00	\$0.00	\$27,131.84	\$64,638.92
Employer	0.00	0.00	13,015.75	0.00	0.00	9,412.44	22,428.19
Rollover	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total	\$0.00	\$0.00	\$50,522.83	\$0.00	\$0.00	\$36,544.28	\$87,067.11
Outstanding Loan Principal							0.00
Total Account Value							\$87,067.11
Closing Share Prices	\$19.65	\$63.34	\$97.52	\$36.33	\$8.00	\$8.45	

BUTLER, DAVID W
KNOWLE HOUSE HEGEREY
LN. GERRARD'S CROSS
BUCKS UK SLP 7NP, XX 06740

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<http://intraweb.fore.com/hr/index.htm>

RB30

**FORE Systems
Retirement Plan**

**Statement of Account
For the Period Covering 9/30/98 through 12/31/98**

BUTLER, DAVID W.

Social Security Number 067-60-8153

Date of Birth: 8/07/60

Date of Hire: 12/01/92

	Morley Stable Asset	Dodge & Cox Balanced	Fidelity Magellan	Fidelity US Equity Index	Crabbe Huson Special	Templeton Foreign	Total
Current Investment Elections	0%	0%	0%	100%	0%	0%	100%
Account Value as of 9/30/98							
Employee	\$ 0.00	\$ 0.00	\$ 37,507.08	\$ 0.00	\$ 0.00	\$ 27,131.84	\$ 64,638.92
Employer	0.00	0.00	13,015.75	0.00	0.00	9,412.44	22,428.19
Rollover	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Berkley 401(k)	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Berkley Rollover	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Prior Plan	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total	\$ 0.00	\$ 0.00	\$ 50,522.83	\$ 0.00	\$ 0.00	\$ 36,544.28	\$ 87,067.11
Current Activity							
Contributions							
Employee	\$ 0.00	\$ 0.00	\$ 0.00	\$ 3,069.23	\$ 0.00	\$ 0.00	\$ 3,069.23
Employer	0.00	0.00	0.00	818.46	0.00	0.00	818.46
Rollover	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Berkley 401(k)	0.00	4,376.94	0.00	0.00	0.00	0.00	4,376.94
Berkley Rollover	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Loan Repayments	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Earnings	0.00	5.14	13,952.58	493.24	0.00	4,466.42	18,917.38
Adjustment	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Loans	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Withdrawals	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Transfers	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total	\$ 0.00	\$ 4,382.08	\$ 13,952.58	\$ 4,380.93	\$ 0.00	\$ 4,466.42	\$ 27,182.01
Account Value as of 12/31/98							
Employee	\$ 0.00	\$ 0.00	\$ 47,865.19	\$ 3,458.62	\$ 0.00	\$ 30,447.88	\$ 81,771.69
Employer	0.00	0.00	16,610.22	922.31	0.00	10,562.82	28,095.35
Rollover	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Berkley 401(k)	0.00	4,382.08	0.00	0.00	0.00	0.00	4,382.08
Berkley Rollover	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Prior Plan	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total	\$ 0.00	\$ 4,382.08	\$ 64,475.41	\$ 4,380.93	\$ 0.00	\$ 41,010.70	\$ 114,249.12
Outstanding Loan Principal							0.00
Total Account Value							\$ 114,249.12
Closing Share Prices	\$19.94	\$65.22	\$120.82	\$43.97	\$7.99	\$8.39	

BUTLER, DAVID W.
17370 SKYLINE BLVD

WOODSIDE CA

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Please review this statement carefully and report any discrepancies to the Buck Benefits Service Line at 1-800-745-1519. You also may call the Buck Benefits Service Line if you wish to change your Future Investments, Account Balances or simply inquire about a Loan or Withdrawal. Further information regarding the FORE Systems Retirement Plan may be accessed at:
<http://intraweb.fore.com/hr/index.htm>

RB 31

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Dave Butler

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p. 4

PLAN HIGHLIGHTS

Fore Systems Retirement Plan

The Fore Systems Retirement Plan is designed to help you save for your retirement, share in company profits and at the same time reduce your current taxes.

ELIGIBILITY

- All employees are eligible to participate, except for the following:
 - part-time employees and contract employees

ENROLLMENT DATES

HIRE DATE:	ENTRY DATES:
On or Before January 1, 1993.†	January 1, 1993.
After January 1, 1993.	The next January 1, April 1, July 1 or October 1.

CONTRIBUTIONS

- **EMPLOYEE CONTRIBUTIONS** on a pretax basis between 1 and 15% of eligible compensation of each applicable payroll up to a maximum of \$8,994 (adjusted annually) for the 1993 calendar year. You may change your deferral percentage as of January 1, April 1, July 1 and October 1. You may be able to make catch-up contributions under certain conditions.
- **EMPLOYER MATCHING CONTRIBUTIONS** in an amount equal to a percentage of your eligible compensation contributed to the Plan to be determined annually by a Board of Directors resolution. You must be employed as of the last day of the Plan Year.
- **EMPLOYER PROFIT SHARING CONTRIBUTIONS** if any, in an amount to be determined annually by a Board of Directors resolution.

NOTE: Eligible compensation is your total compensation excluding bonuses and commissions. Compensation for first year participants will be measured based on compensation paid for the entire Plan Year.

INVESTMENTS

You may choose among the following funds, managed by Fidelity Investments*.

Fidelity Retirement Money Market Portfolio (0630)
 Fidelity Government Securities Fund (0054)
 Fidelity Asset Manager Portfolio (0314)
 Fidelity U.S. Equity Index Portfolio (0650)
 Fidelity Magellan Fund (0021)

NOTE: The Fidelity Fund Number assigned to each fund is identified in parentheses.

RB 32

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Dave Butler

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p. 5

You may redirect your future contributions simply by calling the toll-free number that will be provided by Fidelity. You may also call the same number to make exchanges among the plan's investment options. You may contact the Fidelity telephone representative between 8:30 AM (EST) and 8:00 PM (EST) on any business day. Exchanges requested before 4:00 PM (EST) will be posted on that business day based upon the closing price of the affected mutual fund(s). Exchanges requested after 4:00 PM (EST) will be processed on the next business day. The minimum exchange is the lesser of \$250 or 100% of your account balance in the mutual fund. If your exchange is less than \$250 then it may only be exchanged into one mutual fund. Sales load charges will apply upon the investment or exchange of money into the Fidelity Magellan® Fund.

You may contact a Fidelity representative at 1-800-544-8888 to obtain a prospectus or information about a mutual fund. You will have the right to vote any mutual fund proxies based upon the number of shares you own in that mutual fund. To protect its shareholders, each fund reserves the right to modify its exchange privileges as outlined in the fund prospectus with sixty days advance notice.

HOW TO ENROLL

To begin participating, complete the enrollment and designation of beneficiary forms and send them to your Human Resources Dept.

VESTING

The term "vesting" refers to your nonforfeitable right to own the contributions in your account. You are always 100% vested in your employee contributions.

Employer contributions will be 100% vested immediately.

ACCESS TO YOUR MONEY

- You may take a lump sum or installment distribution from the plan in the event of termination of employment, retirement, disability or death. You may take a distribution of your 401(k) employee contribution account upon the attainment of age 59 ½. You will pay income tax on any distribution you receive. Taxable distributions payable to you will be subject to the 20% Federal Income Tax withholding requirement unless directly transferred to an IRA or a new Employer's qualified plan.
- You may make a hardship withdrawal, if you qualify, from your employee contributions and rollover contributions to purchase a principal residence, to prevent eviction from your principal residence, to pay for college tuition expenses for you or your immediate family or for unreimbursed medical expenses. The minimum hardship withdrawal is \$1,000. Amounts withdrawn will be subject to the 20% Federal Income Tax withholding requirement. An Internal Revenue Service 10% premature distribution penalty tax may apply for certain distributions.
- Loans from the Plan are also available, if you qualify, on amounts you have contributed as well as on your vested Employer contributions subject to IRS maximums. The maximum loan you may receive is the lesser of 50% of your vested account balance or \$50,000. The minimum loan is \$1,000. You may only have one loan outstanding at any given time. All loans must be paid back within 5 years unless it is for the purchase of your principal residence.

STATEMENT SCHEDULE

You will receive a statement four times a year within 20 days after January 31, April 30, July 31 and October 31 disclosing the value of your account balances and any benefits to which you may become entitled.

For more details on the Plan, read the Summary Plan Description which will be provided by your Human Resources Department. This Plan Highlights sheet summarizes the main features of the Fore Systems Retirement Plan but it is not a comprehensive description. The official Plan Document will govern in the case of any question.

* Fidelity Management & Research Company (FMR) is the investment advisor to Fidelity mutual funds.

Fidelity Distributors Corporation
(General Distribution Agent)
82 Devonshire Street
Boston, MA 02109

RB 33

Sep 24 05 03:15p

Dave Butler

6505291864

p.6

Fore Systems Retirement Plan

ENROLLMENT FORM

Plan Number: 40503

Social Security Number: -- -- --

Participant Information

I want to: (Select one)

☐ Enroll☐ Re-Enroll☐ Waive my right to make contributions at this time

Participant Name:

Last

First

Initial

Hire Date: _____

Birth Date: _____

Participant Address:

Street

City

State

Zip

Pretax Contribution Information

I choose to contribute the following whole percentage of my pay on a PRETAX basis: _____%

(The percentage indicated must not exceed 15% and may be further limited due to applicable IRS regulations.)

Investment Election

I choose to invest my account as follows:

(Indicate a whole percentage for each fund. The TOTAL of all funds must equal 100%.)

Fund Option 1: Fidelity Retirement Money Market Portfolio (0630)

_____%

Fund Option 2: Fidelity Government Securities Fund (0054)

_____%

Fund Option 3: Fidelity Asset Manager Portfolio (0314)

_____%

Fund Option 4: Fidelity U.S. Equity Index Portfolio (0650)

_____%

Fund Option 5: Fidelity Magellan Fund (0021)

_____%

TOTAL

100%

Note: The Fidelity Fund Number assigned to each fund is identified in parentheses.

Signatures

I hereby certify that the above participant information is true, accurate and complete, and authorize my Employer to reduce my eligible compensation by the percentage(s) indicated above and to make a contribution to the 401(k) plan on my behalf. I have received and read the Fidelity mutual fund prospectus for each fund in which I am investing and agree to its terms.

PARTICIPANT

DATE

As Plan Administrator I hereby acknowledge receipt of this form.

PLAN ADMINISTRATOR

DATE

For Plan Administrator Use Only:

Participation Date: _____

Vesting Date: _____

Years of Service: _____

Employee No.: _____

Division: _____

10/21/03

RB 34

Sep 24 05 03:16p

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6505291864

p. 7

DESIGNATION OF BENEFICIARY FORM
Plan Number: 40503

Fore Systems Retirement Plan

Social Security Number: _____

Participant Information

Note: The accompanying instructions are an integral part of this form. You should use them to assist you.

Name:

Last

First

Initial

Address:

Street

City

State

Zip

Marital Status:

Single

☐

Married

☐**Primary Beneficiary**

I understand that if I am married, my spouse shall automatically be my designated beneficiary unless I elect otherwise and my spouse consents to such election. I hereby designate the following person or persons as primary beneficiary of my account under the Plan payable by reason of my death.

Name: _____

Social Security Number: _____

Address: _____

Age: _____

Relationship to participant: _____

Percentage: _____

Name: _____

Social Security Number: _____

Address: _____

Age: _____

Relationship to participant: _____

Percentage: _____

When more than one beneficiary is designated, if the percentage is not specified, payment will be made in equal shares to each surviving beneficiary, or all to the last surviving beneficiary.

Contingent Beneficiary

In the event that there is no living primary beneficiary at my death, I hereby designate the following person or persons as contingent beneficiary of my account:

Name: _____

Social Security Number: _____

Address: _____

Age: _____

Relationship to participant: _____

Percentage: _____

Name: _____

Social Security Number: _____

Address: _____

Age: _____

Relationship to participant: _____

Percentage: _____

When more than one beneficiary is designated, and no percentage is specified, then payment will be made in equal shares to each surviving beneficiary, or all to the last surviving beneficiary.

Signatures

I reserve the right to revoke or change any beneficiary designation. I hereby revoke all my prior designations (if any) of primary and contingent beneficiaries. (NOTE: IF YOU ARE MARRIED, SEE THE REVERSE SIDE OF THIS FORM FOR APPLICABLE SPOUSAL CONSENT REQUIREMENTS.)

Please return this form to the Plan Administrator after you have completed it.

PARTICIPANT _____

DATE _____

As Plan Administrator I hereby acknowledge receipt of this form.

PLAN ADMINISTRATOR _____

DATE _____

Note: The Plan Administrator will maintain possession of this form.

Sep 24 05 03:17p

Dave Butler

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p. 8

Note: If your spouse is not your Designated Primary Beneficiary, then this Designation of Beneficiary is invalid without the consent of your spouse unless your spouse waived the right to consent to any change in the beneficiary designation under a prior beneficiary designation.

Consent of Spouse

I acknowledge that I am the spouse of the Participant named on the reverse side of this form. I hereby certify that I have read this Designation of Beneficiary Form and understand that I possess a beneficial interest in my spouse's account under the Plan if I survive him/her. I hereby acknowledge and consent to the Designation of Beneficiary on the reverse side of this form. My consent shall be irrevocable unless my spouse subsequently changes the designation of beneficiary. If my spouse changes the designation, [Choose (a) or (b)]:

☐ (a) I understand I must sign a new consent to the new designation for it to be effective.

☐ (b) I waive my right to consent to any future change in designation. I understand I have the right to restrict my consent only to the beneficiary designated on the reverse side of this form by checking box (a).

I have executed this consent this _____ day of _____, 19 ____.

Signature of Participant's Spouse
(Must be witnessed by a Plan Representative or a Notary Public)

Plan Representative

Signature of spouse witnessed this _____ day of _____, 19 __, in the presence of:

Plan Representative

(Print Name)

OR

Notary Public

STATE OF _____
(ss.)

COUNTY OF _____

On this _____ day of _____, 19 __, before me appeared _____ who acknowledged herself or himself to be the person who executed the consent set forth above and acknowledged the consent to be his or her free act and deed.

Notary Public

My Commission expires: _____

Nco-J&S 10/18/93

RB 36

Sep 23 05 10:00a

Dave Butler

6505291864

p.2

OMB No. 1545-0008	
a Control number	1 Wages, tips, other comp. 27470.81
	2 Federal income tax withheld 7014.04
b Employer ID number 94-3081033	3 Social security wages 36441.62
	4 Social security tax withheld 2239.42
	5 Medicare wages and tips 36441.62
	6 Medicare tax withheld 528.45
c Employer's name, address, and ZIP code Trinet Employer Group, Inc. 101 Callan Avenue, 3rd Floor San Leandro, CA 94577	
d Employee's social security number 087-60-8153	
e Employee's name, address, and ZIP code David W Butler 17370 Skyline Blvd Woodside, CA 94062	
7 Social security tips	8 Allocated tips
9 Advance EIC payment	
10 Dependent care benefits	11 Nonqualified plans
12 Benefits included in box 1	
13 See instr. for box 13 D 8970.81	14 Other
15 Statutory employee	Deceased Pension plan Legal rep. Deferred comp.
CA 364-0485-3	27470.82 1593.10
16 State Employer's state I.D. #	17 State wages, tips, etc.
18 State income tax	
19 Local name CA Disabil	20 Local wages, tips, etc. 31767.00
	21 Local income tax 156.82

Form 941 (Rev. 01-01-00) Dept. of the Treasury - IRS 41-1628001
This information is being furnished to the IRS. If you are required to file a tax return, a negligence penalty/other sanction may be imposed on you if this income is taxable and you fail to report it.

OMB No. 1545-0008	
a Control number	1 Wages, tips, other comp. 27470.81
	2 Federal income tax withheld 7014.04
b Employer ID number 94-3081033	3 Social security wages 36441.62
	4 Social security tax withheld 2239.42
	5 Medicare wages and tips 36441.62
	6 Medicare tax withheld 528.45
c Employer's name, address, and ZIP code Trinet Employer Group, Inc. 101 Callan Avenue, 3rd Floor San Leandro, CA 94577	
d Employee's social security number 087-60-8153	
e Employee's name, address, and ZIP code David W Butler 17370 Skyline Blvd Woodside, CA 94062	
7 Social security tips	8 Allocated tips
9 Advance EIC payment	
10 Dependent care benefits	11 Nonqualified plans
12 Benefits included in box 1	
13 See instr. for box 13 D 8970.81	14 Other
15 Statutory employee	Deceased Pension plan Legal rep. Deferred comp.
CA 364-0485-3	27470.82 1593.10
16 State Employer's state I.D. #	17 State wages, tips, etc.
18 State income tax	
19 Local name CA Disabil	20 Local wages, tips, etc. 31767.00
	21 Local income tax 156.82

Form 941 (Rev. 01-01-00) Dept. of the Treasury - IRS 41-1628001
LAUP



RCI

Sep 23 05 10:01a

Dave Butler

6505291864

p.3

1 Wages, tips, other comp.	2 Federal income tax withheld
247,678.45	63953.92
3 Social security wages	4 Social security tax withheld
78200.00	4724.40
5 Medicare wages and tips	6 Medicare tax withheld
247,678.45	3591.34
7 State income tax	8 State income tax withheld
16242.43	16242.43
9 Local wages, tips, etc.	10 Local income tax
16242.43	16242.43
11 State disability insurance	12 State disability insurance tax withheld
16242.43	16242.43
13 State unemployment insurance	14 State unemployment insurance tax withheld
16242.43	16242.43
15 State pension/annuity	16 State pension/annuity tax withheld
16242.43	16242.43
17 State death tax	18 State death tax withheld
16242.43	16242.43
19 Local death tax	20 Local death tax withheld
16242.43	16242.43
21 Other deductions	22 Other deductions withheld
16242.43	16242.43
23 Other deductions	24 Other deductions withheld
16242.43	16242.43
25 Other deductions	26 Other deductions withheld
16242.43	16242.43
27 Other deductions	28 Other deductions withheld
16242.43	16242.43
29 Other deductions	30 Other deductions withheld
16242.43	16242.43
31 Other deductions	32 Other deductions withheld
16242.43	16242.43
33 Other deductions	34 Other deductions withheld
16242.43	16242.43
35 Other deductions	36 Other deductions withheld
16242.43	16242.43
37 Other deductions	38 Other deductions withheld
16242.43	16242.43
39 Other deductions	40 Other deductions withheld
16242.43	16242.43
41 Other deductions	42 Other deductions withheld
16242.43	16242.43
43 Other deductions	44 Other deductions withheld
16242.43	16242.43
45 Other deductions	46 Other deductions withheld
16242.43	16242.43
47 Other deductions	48 Other deductions withheld
16242.43	16242.43
49 Other deductions	50 Other deductions withheld
16242.43	16242.43
51 Other deductions	52 Other deductions withheld
16242.43	16242.43
53 Other deductions	54 Other deductions withheld
16242.43	16242.43
55 Other deductions	56 Other deductions withheld
16242.43	16242.43
57 Other deductions	58 Other deductions withheld
16242.43	16242.43
59 Other deductions	60 Other deductions withheld
16242.43	16242.43
61 Other deductions	62 Other deductions withheld
16242.43	16242.43
63 Other deductions	64 Other deductions withheld
16242.43	16242.43
65 Other deductions	66 Other deductions withheld
16242.43	16242.43
67 Other deductions	68 Other deductions withheld
16242.43	16242.43
69 Other deductions	70 Other deductions withheld
16242.43	16242.43
71 Other deductions	72 Other deductions withheld
16242.43	16242.43
73 Other deductions	74 Other deductions withheld
16242.43	16242.43
75 Other deductions	76 Other deductions withheld
16242.43	16242.43
77 Other deductions	78 Other deductions withheld
16242.43	16242.43
79 Other deductions	80 Other deductions withheld
16242.43	16242.43
81 Other deductions	82 Other deductions withheld
16242.43	16242.43
83 Other deductions	84 Other deductions withheld
16242.43	16242.43
85 Other deductions	86 Other deductions withheld
16242.43	16242.43
87 Other deductions	88 Other deductions withheld
16242.43	16242.43
89 Other deductions	90 Other deductions withheld
16242.43	16242.43
91 Other deductions	92 Other deductions withheld
16242.43	16242.43
93 Other deductions	94 Other deductions withheld
16242.43	16242.43
95 Other deductions	96 Other deductions withheld
16242.43	16242.43
97 Other deductions	98 Other deductions withheld
16242.43	16242.43
99 Other deductions	100 Other deductions withheld
16242.43	16242.43

CA State Reference Copy
W-2 Wage and Tax Statement 2000
Copy to be filed with employee's state income tax return.

2000 W-2 and EARNINGS SUMMARY

This blue Earnings Summary section is included with your W-2 to help describe portions in more detail. The reverse side includes general information that you may also find helpful.

1. The following information reflects your final 2000 pay stub plus any adjustments submitted by your employer.

Gross Pay	247,900.45	Social Security Tax Withheld	4724.40	CA State Income Tax	16242.43
Fed. Income Tax Withheld	63953.92	Medicare Tax Withheld	3591.34	CA State Income Tax	16242.43
Box 2 of W-2		Box 6 of W-2		Box 14 of W-2	

2. Your Gross Pay Was Adjusted as follows to produce your W-2 Statement.

Gross Pay	Wages, Tips, other Compensation	Social Security Wages	Medicare Wages	CA State Wages, Tips, Etc.
247,900.45	247,900.45	247,900.45	247,900.45	247,900.45
Plus GIL (C-Box 13)	228.00	228.00	228.00	228.00
Less Other Code 125	450.00	450.00	450.00	450.00
Wages Over Limit	N/A	171,478.45	N/A	N/A
Reported W-2 Wages	247,678.45	78,200.00	247,678.45	247,678.45

3. Employee W-4 Profile. To change your Employee W-4 Profile information, file a new W-4 with your payroll dept.

DAVID BUTLER
17370 SKYLINE BLVD
WOODSIDE CA 94062

Social Security Number: 067-60-8153
Taxable Marital Status: MARRIED
Exemptions/Allowances: FEDERAL: 0
STATE: 0

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47 ROAD AND OFFSHORE

RD1

OMB No. 1545-0008

Employer's name, address and ZIP code

INTERNATIONAL BUSINESS MACHINES CORPORATION
 WHITE PLAINS ROAD
 RYTON, NY 10591

59/516

3 Employer's identification number

13-0871985

5 Deceased ☐ STAT. ☐ Pension ☒ Deferred ☒
 Employee Plan Compensation

6a EC Payment

8 Employee's social security number

089-38-0853

9 Federal income tax withheld

3924.52

10 Wages, tips, and other compensation

38476.77

12 Employee's name, address and ZIP code

KRISTIN BUTLER
 12429 TRIPLE CROWN RD
 GAITHERSBURG
 MD 20878

36-B11-682-CMU

11 Social security tax withheld

2951.68

13 Social security wages

39303.31

16a Cost of Group Term Life ins. over \$50,000

(d) Deferred compensation (401(k))

826.54

16b Fringe benefits incl. in Box 10

16b

REI

OMB No. 1545-0008											
2 Employer's name, address and ZIP code		3 Employer's identification number									
INTERNATIONAL BUSINESS MACHINES CORPORATION 520 WHITE PLAINS ROAD TARRYTOWN, NY 10591		13-0871985									
59/51G		<table border="1"> <tr> <td>5 Deceased</td> <td>STAT. Employee</td> <td>Pension Plan</td> <td>Deferred Compensation</td> </tr> <tr> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input checked="" type="checkbox"/></td> <td><input checked="" type="checkbox"/></td> </tr> </table>		5 Deceased	STAT. Employee	Pension Plan	Deferred Compensation	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
5 Deceased	STAT. Employee	Pension Plan	Deferred Compensation								
<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>								
7 Advance EIC Payment	8 Employee's social security number	9 Federal income tax withheld	10 Wages, tips, and other compensation								
	089-38-0853	4574.32	41435.93								
12 Employee's name, address and ZIP code		11 Social security tax withheld	13 Social security wages								
KRISTIN G BUTLER 12429 TRIPLE CROWN RD GAITHERSBURG MD 20878		3275.02	43608.79								
12-B11-682-CMU		15(b) Cost of Group Term Life Ins. over \$50,000	16(d) Deferred compensation 401(k)								
			2172.86								
		16a Fringe benefits incl. in Box 10	16b								
Form W-2 Wage and Tax Statement 1989 This information is being furnished to the Internal Revenue Service.		Copy B to be filed with employee's FEDERAL tax return Department of Treasury Internal Revenue Service RFD									

OMB No. 1545-0008

2 Employer's name, address and ZIP code INTERNATIONAL BUSINESS MACHINES CORPORATION 520 WHITE PLAINS ROAD TARRYTOWN, NY 10591		3 Employer's identification number 13-0871985	
5 Employee's social security number 089-38-0853		6 <input type="checkbox"/> Deceased <input type="checkbox"/> STAT. Employee <input checked="" type="checkbox"/> Pension Plan <input checked="" type="checkbox"/> Deferred Compensation	
8 Advance EIC Payment 59/516		9 Federal income tax withheld 8933.04	10 Wages, tips, and other compensation 51190.16
19 Employee's name, address and ZIP code KRISTIN G BUTLER 12429 TRIPLE CROWN RD GAITHERSBURG MD 20878 12-B11-682-CMU		11 Social security tax withheld 3924.45	12 Social security wages 51300.00
		16 Fringe benefits incl. in Box 10	17 (D) Sec. 401(k) Contributions 372.44

Form **W-2 Wage and Tax Statement 1990**
This information is being furnished to the Internal Revenue Service.Copy 3 to be filed with employee's FEDERAL tax return Department of Treasury
Internal Revenue Service

RE3

Sep 20 05 01:25p

Dave Butler

6505291864

p.2

2 Employer's name, address and ZIP code INTERNATIONAL BUSINESS MACHINES CORPORATION 520 WHITE PLAINS ROAD TARRYTOWN, NEW YORK 10591		3 Employer's identification number 13-0871985		4 Employer's state ID number 00828482		R040285	
5 Employee's social security number 089-38-0853		9 Federal income tax withheld 59/516		10 Wages, tips, and other compensation		11 Social security tax withheld	
19 Employee's name, address and ZIP code CORRECTED W2 KRISTIN G BUTLER 7213 MEADOWOOD WAY CLARKSVILLE MD 21029 12-B11-682-CMU-000006 02/12/92		12 Social security wages		14 Medicare wages and tips		15 Medicare tax withheld	
		17(D) Sec. 401(k) Contributions		22 Dependent care benefits		23 Fringe benefits incl. in Box 10	
		24 State/local income tax withheld 3177.17		25 State/local wages 53478.81		26 Name of state/locality MARYLAND	

Sep 20 05 01:25p

Dave Butler

6505291864

p.3

2 Employer's name, address and ZIP code		3 Employer's identification number		4	
INTERNATIONAL BUSINESS MACHINES CORPORATION 520 WHITE PLAINS ROAD TARRYTOWN, NY 10591 10/51G		13-0871985		R040285	
5 Employee's social security number		6		7	
089-38-0853		8 Advance EIC Payment 9 Federal income tax withheld 6588.71		10 Wages, tips, and other compensation 44569.69	
11 Social security tax withheld		12 Social security wages		13 Medicare wages and tips	
2886.05		46549.23		46549.23	
14 Medicare tax withheld		15 (D) Sec. 401(a) Contributions		16 Dependent care benefits	
674.97		1979.54		23 Fringe benefits incl. to Box 10	
17 Employee's name, address and ZIP code		18		19	
KRISTIN G BUTLER 7213 MEADOWOOD WAY CLARKSVILLE MD 21029 96-2CA-8HB-CB2-097810				01/07/93	

Sep 20 05 01:26p

Dave Butler

6505291864

p.5

b Employer's identification number

13-0871985

OMB No. 1545-0008

c Employer's name, address and ZIP code

INTERNATIONAL BUSINESS MACHINES CORPORATION
1701 NORTH STREET
ENDICOTT, NY 13760

10/36C

d Employee's social security number

089-38-0853

e Employee's name, address and ZIP code

KRISTIN G BUTLER
7213 MEADOWOOD WAY
CLARKSVILLE
MD 21029

96-2CA-8HB-CB2-081880

1 Wages, tips, other compensation	2 Federal income tax withheld
45666.84	6365.53
3 Social security wages	4 Social security tax withheld
49248.37	3053.40
5 Medicare wages and tips	6 Medicare tax withheld
49248.37	714.10
9 Advance EIC payment	10 Dependent care benefits
11 Nonqualified plans	12 Benefits included in Box 1
13 (D) Sec. 401(k) Contributions	14 Other
3581.53	
15 Deceased <input type="checkbox"/> STAT. Employee <input type="checkbox"/> Pension Plan <input checked="" type="checkbox"/> Deferred Compensation <input checked="" type="checkbox"/>	R040285

01/07/94

REG

Sep 20 05 01:28p

Dave Butler

6505291864

p. 8

b Employer's identification number 13-0871985		OMB No. 1545-0006	
c Employer's name, address and ZIP code INTERNATIONAL BUSINESS MACHINES CORPORATION 1701 NORTH STREET ENDICOTT, NY 13760 10/36C		1 Wages, tips, other compensation 7216.32	2 Federal income tax withheld 953.64
d Employee's social security number 089-38-0853		3 Social security wages 7930.00	4 Social security tax withheld 491.66
e Employee's name, address and ZIP code KRISTIN G BUTLER 7213 MEADOWOOD WAY CLARKSVILLE MD 21029 GM/96/2CA/8HB-CB2 187940		5 Medicare wages and tips 7930.00	6 Medicare tax withheld 114.99
		9 Advance EIC payment	10 Dependent care benefits
		11 Nongovernmental plans	12 Benefits included in Box 1
		13 (D) Sec. 401(k) Contributions 713.68	14 Other - Health care premium
		13 (F) Excludable moving expense	
		15 Deceased <input type="checkbox"/> STAT. Employee <input type="checkbox"/> Pension Plan <input checked="" type="checkbox"/> Deferred Compensation <input checked="" type="checkbox"/>	

01/06/95

RE7

OMB No. 1545-0008			
13-3751580			
c Employer's name, address and ZIP code			
LORAL FEDERAL SYSTEMS COMPANY 1701 NORTH STREET ENDICOTT, NY 13760 10/36C		1 Wages, tips, other compensation 30132.53	2 Federal income tax withheld 6986.09
		3 Social security wages 31276.24	4 Social security tax withheld 1939.13
d Employee's social security number 089-38-0853		5 Medicare wages and tips 31276.24	6 Medicare tax withheld 453.50
e Employee's name, address and ZIP code		8 Advance EIC payment	10 Dependent care benefits
KRISTIN G BUTLER 7213 MEADOWOOD WAY CLARKSVILLE MD 21029		11 Nonqualified plans	12 Benefits included in Box 1
GM/96/2CA/8HB-CB2 187941		13 (D) Sec. 401(k) Contributions 1143.71	14 Other - health care premium 34.50
		13 (P) Excludable moving expense	
		15 Deceased <input type="checkbox"/> STAT. Employee <input type="checkbox"/> Pension Plan <input checked="" type="checkbox"/> Deferred Compensation <input checked="" type="checkbox"/>	
Form W-2 Wage and Tax Statement 1994 This information is being furnished to the Internal Revenue Service.		01/06/95 Copy C for employee's records Department of the Treasury Internal Revenue Service	

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LOCKHEED MARTIN

LOCKHEED MARTIN FEDERAL SYSTEMS DEFERRED INCOME RETIREMENT PLAN

NA 38015

21

KRISTIN G BUTLER
7213 MEADOWOOD WAY
CLARKSVILLE, MD 21029-1714

Social Security Number: 089-38-0853

This Statement Period: October 01, 1996 to December 31, 1996

Client Service Number 1-800-354-7125

You may call Fidelity 8:30 am to 8:00 pm EST to inquire
about your account. For the hearing impaired call
1-800-835-5089 and overseas call 1-972-556-1464 collect.

MARKET VALUE

Funds	Units/Shares		Price		Market Value	
	09/30/96	12/31/96	09/30/96	12/31/96	09/30/96	12/31/96
Retirement Money Mkt	4622.480	4680.920	\$1.00	\$1.00	\$4,622.48	\$4,680.92
Fixed Income Fund	4011.570	4078.300	\$1.00	\$1.00	\$4,011.57	\$4,078.30
GNMA	94.630	96.208	\$10.58	\$10.70	\$1,001.18	\$1,029.43
Asset Manager	58.634	62.175	\$16.49	\$16.47	\$966.87	\$1,024.03
Growth & Income	276.186	278.511	\$28.98	\$30.73	\$8,003.87	\$8,558.64
Magellan	19.127	19.272	\$76.05	\$80.65	\$1,454.61	\$1,554.29
Overseas	30.049	32.034	\$31.41	\$30.84	\$943.83	\$987.92
Total Account Value					\$21,004.41	\$21,913.53
Net Change						\$909.12
Vested Balance						\$21,913.53

CONTRIBUTION SUMMARY

	This Period	Year To Date	Inception To Date
EE Basic Before-Tax	\$0.00	\$0.00	\$8,835.60
EE Supp. Before-Tax	\$0.00	\$0.00	\$1,954.70
ER Basic Before-Tax	\$0.00	\$0.00	\$2,650.26
Total Contributions	\$0.00	\$0.00	\$13,440.56

10790-30

CURRENT INVESTMENT CHOICES AS OF 01/15/97

Funds	Fund/VRS Number	Current Investment Choices	As Of 12/31/96 Your Investment Allocation
Retirement Money Mkt	0630	0.00%	21.36%
Fixed Income Fund	7786	40.00%	18.61%
GNMA	0015	0.00%	4.70%
Asset Manager	0314	15.00%	4.67%
Growth & Income	0027	10.00%	39.06%
Magellan	0021	20.00%	7.09%
Overseas	0094	15.00%	4.51%
TOTAL		100.00%	100.00%

BOLDRA, KLUEGER & STEIN, LLP
ATTORNEYS AND COUNSELLORS AT LAW

—
21031 VENTURA BLVD.
SUITE 1160
WOODLAND HILLS, CA. 91364

Patricia E. Boldra
Robert F. Klueger*
Jacob Stein*
*Certified Specialist, Taxation Law
State Bar of California
Board of Legal Specialization

October 11, 2005

Mr. Steve Olson
Certified Public Accountant
Olson & Company
447 North First Street
San Jose, CA 95112

RE: David Butler and Kristin Butler

Dear Mr. Olson:

This letter is being written in response to your request that we provide your office with an opinion concerning the real and personal assets of David Butler and Kristin Butler (herein, the "Butlers") as of September 14, 2000 under California law, specifically, whether such assets on that date were characterized as community property or separate property, and if community property, the effect of that characterization. You have made this request of us in the context of a calculation of David Butler's "net worth" for purposes of the Equal Access to Justice Act. The opinions stated herein are based upon our reading of federal and state statutes and cases. We offer no opinions related to financial accounting issues.

Facts

Our opinion is based upon the following facts, as represented to us by the Butlers and which we assume to be true:

1. David Butler and Kristin Butler were married on June 16, 1984.
2. On September 14, 2000, they were residents of the State of California.
3. The Butlers acquired their marital residence at 17370 Skyline Blvd., Woodside, CA in 1998. The residence was acquired with funds that had been earned and saved by them throughout their marriage. The principal and interest with respect to the mortgage indebtedness on their residence has been serviced from their earnings and savings. Similarly, their other personal property and savings has been acquired

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Exhibit G

Mr. Steve Olson
page 2

by their personal earnings throughout their marriage. Neither their residence nor any of their other assets derives, either directly or indirectly, from inheritance or gifts received by either of the Butlers.

4. Kristin Butler is the owner of an individual retirement account ("IRA"). We are advised that some of the contributions to that IRA were made at a time when she was not a resident of California, and when she may have resided in a "separate property" state.

5. As of September 14, 2000, the Butlers had not entered into any pre-marital or post-marital agreement that would alter the statutory characterization of their assets.

Discussion

California law presumes that all property, wherever situated, acquired by married persons during their marriage while domiciled in California is community property. California Family Code §760. Generally, the only property that escapes this general presumption is property that is received by a spouse during marriage by means of inheritance or gift, or was owned by that spouse prior to the marriage. Fam. Code §770. If property is community property, then each spouse has a "present, existing and equal" interest in the community property. Fam. Code §751.

The effect of the existence of community property depends somewhat on the context, but in all cases stems from the "present, existing and equal" interest that each spouse possesses in the community property. For example, upon the death of one spouse, one half of the community property belongs to the surviving spouse; the other half belongs to the decedent. California Probate Code §100. If a married person domiciled in California attempts to dispose of all of the community property by will or other testamentary disposition, the surviving spouse is granted a general right to void that disposition to the extent of one-half of the disposition, on the ground that the decedent did not own more than one half of the property. California Probate Code §102.

In the event of the dissolution of the marriage in California, the Court is required to divide the community estate equally between the spouses. Fam. Code §2550. This follows from the fact that during the marriage, each spouse owned an equal, one-half interest in the community estate.

During the marriage of California residents, each spouse has a fiduciary duty to the other with respect to the community property. Section 721(b) of the Family Code provides, in pertinent part:

"...a husband and wife are subject to the general rules governing fiduciary relationships which control the actions of persons occupying confidential relations with each other. This confidential relationship imposes a duty of the highest good faith and fair dealing on each spouse, and neither shall take any unfair advantage of the other. This confidential relationship is a fiduciary relationship subject to the same rights and

Mr. Steve Olson
page 3

duties of nonmarital business partners..."

The right of one spouse to manage, control, and more importantly, to dispose of community property depends, to a certain extent, on the type of property. One spouse may not make a gift of personal community property without the written consent of the other, Fam. Code §1100(b), nor may one spouse sell (even for adequate consideration) or encumber personal property used in the home without the written consent of the other. Fam. Code §1100(c). Most importantly, both spouses must join in any instrument purporting to convey or encumber community real property. Fam. Code §1102. However, if one spouse is managing a business that is community property, that spouse alone may act as manager, but is nevertheless required to provide the other spouse with prior written notice of a bulk sale of the business or its assets. Fam. Code §1100(d).

You informed us that contributions to Kristin Butler's IRA were made while she resided outside of California. As such, this item of property, while perhaps not community property, is most likely characterized as "quasi-community property," Fam. Code §125. For our present purposes, the effect of quasi-community property or community property is the same: each spouse is entitled to receive one-half of their interest in quasi-community property.

Once it has been determined that property is community property, and that each spouse has a right to own and manage only one-half of the community estate, a related question is whether state law property characterizations may be preempted by federal statutes or policies.

Although a full discussion of federal preemption is beyond the scope of this letter, we can advise that under certain limited circumstances, federal law may preempt state law relative to the characterization of property. However, such preemption may occur only where a Congressional intent to preempt the field is clear. See, e.g., Egelhoff v. Egelhoff, 532 US 141, 121 S. Ct. 1322 (2001) (ERISA preemption). In order for state marital property law to be preempted, it "must do major damage to clear and substantial federal interests before the Supremacy Clause will demand that state law be overridden." Hisquierdo v. Hisquierdo 439 US 572, 581, 99 S. Ct. 802, 808. For example, Veterans' disability benefits are exempt from state court attachment while in the hands of the Veteran's Administration, and are not divisible community property in state court divorce actions. Mansell v. Mansell 490 US 581, 109 S. Ct. 2023 (1989). But the Federal Copyright Act does not preempt state court jurisdiction to recognize, divide and enforce community property interests in a spouse's copyright. Marriage of Worth, 195 CA 3d 768, 241 CR 135 (1987).

We have reviewed the Equal Access to Justice Act, 5 USC §504. We believe that there is nothing either in the language of the statute, the legislative history thereunder or in the case law interpreting the statute that would lead us to believe that Congress intended the EAJA to preempt state property law in determining the "net worth" of claimant under that statute.

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PAGE 05


Mr. Steve Olson
page 4

Conclusion

Based upon the facts presented to us, we conclude that on September 14, 2000, all of the assets owned by the Butlers were community property or quasi-community property. Pursuant to California community property law, each of them possessed an equal (one-half) interest in the community estate, and David Butler's individual net worth would thus be properly calculated to be roughly one half of the combined, joint net worth of Mr. and Mrs. Butler. We further believe that the Equal Access to Justice Act does not preempt California community property in any respect.

This letter is limited to the facts and conclusions stated herein. If we can be of further service, please do not hesitate to contact us.

Very truly yours,


Boldra, Klueger & Stein, LLP

**UNITED STATES DISTRICT COURT
WESTERN DISTRICT OF PENNSYLVANIA**

UNITED STATES SECURITIES AND
EXCHANGE COMMISSION,

Civil Action No. 00-1827

Plaintiff,

Judge Cercone

v.

DAVID W. BUTLER,

Defendant.

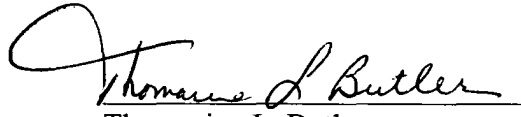
CERTIFICATE OF SERVICE

I, Thomasine L. Butler, hereby affirm and attest under penalty of perjury that a copy of the Supplemental Declaration of Donald J. Enright in Further Support of Amended Motion for an Award of Attorneys' Fees and Expenses was served by Federal Express overnight upon:

Catherine Pappas, Esq.
United States Securities and Exchange Commission
Mellon Independence Center
701 Market Street, Suite 2000
Philadelphia, PA 19106

Timothy N. McGarey
Office of General Counsel
U.S. Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

Sworn and subscribed this 12th day of October, 2005.


Thomasine L. Butler